

Hearing Date and Time: December 16, 2008 at 10:00 a.m. (Prevailing Eastern Time)
Objection Date and Time: December 11, 2008 at 4:00 p.m. (Prevailing Eastern Time)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Richard P. Krasnow
Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
-----X	

**NOTICE OF HEARING REGARDING APPLICATION OF THE
DEBTORS PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE
BANKRUPTCY CODE AND RULE 2014 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR AUTHORIZATION TO EMPLOY AND
RETAIN BORTSTEIN LEGAL LLC AS SPECIAL COUNSEL TO THE DEBTORS**

PLEASE TAKE NOTICE that a hearing on the annexed application (the “Application”) of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases (together, the “Debtors”), pursuant to sections 327(e) and 328(a) of the Bankruptcy Code for authorization to employ Bortstein Legal LLC as special counsel, all as more fully described in the Application, will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”) on **December 16, 2008 at 10:00 a.m. (Prevailing Eastern Time)** or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to the chambers of the Honorable James M. Peck (“Chambers”)), and shall be served upon: (i) Chambers, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Richard P. Krasnow, Esq., and James T. Grogan, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis; (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors appointed in these cases; and (v) Bortstein Legal LLC, 39 Walbrooke Road, Scarsdale, New York 10583, Attn: Lawrence A. Bortstein, Esq., so as to be received no later than **December 11, 2008 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an objection to the Application is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: November 26, 2008
New York, New York

/s/ Richard P. Krasnow
Richard P. Krasnow, Esq.
WEIL GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for the Debtor
And Debtor in Possession

Hearing Date and Time: December 16, 2008 at 10:00 a.m. (Prevailing Eastern Time)
Objection Date and Time: December 11, 2008 at 4:00 p.m. (Prevailing Eastern Time)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Richard P. Krasnow
Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	:
	:
Debtors.	:
	:
	:
	:
-----X	

**APPLICATION OF THE DEBTORS
PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE
BANKRUPTCY CODE AND RULE 2014 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR AUTHORIZATION TO EMPLOY AND
RETAIN BORTSTEIN LEGAL LLC AS SPECIAL COUNSEL TO THE DEBTORS**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), file this Application to employ Bortstein Legal LLC as special counsel and respectfully represent:

Background

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the "Commencement Date"), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the

“Bankruptcy Code”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA is administering LBI’s estate.

Jurisdiction

4. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Lehman’s Business

5. Prior to the events leading up to these chapter 11 cases, Lehman was the fourth largest investment bank in the United States. For more than 150 years, Lehman has been a leader in the global financial markets by serving the financial needs of corporations, governmental units, institutional clients and individuals worldwide. Its headquarters in New York and regional headquarters in London and Tokyo are complemented by a network of offices in North America, Europe, the Middle East, Latin America and the Asia Pacific region.

6. Additional information regarding the Debtors' businesses, capital structures, and the circumstances leading to these chapter 11 filings is contained in the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Applications and Applications, filed on September 15, 2008 [Docket No. 2].

Relief Requested

7. By this Application, the Debtors request entry of an order, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules, and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), authorizing the employment of Bortstein Legal LLC ("Bortstein Legal") as special counsel for the Debtors, for the purpose of reviewing, re-structuring and negotiating vendor contracts and licenses to use third-party information technology.

Basis for Relief

8. The Debtors' knowledge, information, and belief regarding the matters set forth in this Application are based on and made in reliance upon the Declaration of Lawrence A. Bortstein (the "Bortstein Declaration"), sworn to on November 25, 2008, a copy of which is attached as Exhibit A. The retention of Bortstein Legal under the terms described herein is appropriate under Bankruptcy Code sections 327(e), 328(a) and 1107(b). Section 327(e) provides for the appointment of special counsel where the proposed counsel does not possess any interest materially adverse to the debtor with regard to the matter(s) that will be handled by counsel. Section 327(e) provides:

The trustee, with the court's approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney

does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e). Moreover, section 1107(b) provides that “a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person’s employment by or representation of the debtor before the commencement of the case.”

11 U.S.C. § 1107(b).

9. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel who previously represented a debtor prepetition provided that: (a) the appointment is in the best interest of the debtor’s estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not rise to the level of conducting the bankruptcy case for the debtor in possession. *See In re DeVlieg, Inc.*, 174 B.R. 497 (N.D. Ill. 1994); *see also In re AroChem Corp.*, 176 F.3d 610, 622 (2d Cir. 1999) (noting that “where the interest of the special counsel and the interest of the estate are identical *with respect to the matter for which special counsel is retained*, there is no conflict and the representation can stand”) (emphasis in original). As explained more fully below, the Debtors submit that each of these factors is satisfied with respect to Bortstein Legal and, therefore, its retention should be approved under section 327(e) of the Bankruptcy Code.

The Employment and Retention of Bortstein Legal is in the Best Interests of the Estates

10. The Debtors’ decision to retain Bortstein Legal is based on several factors: (a) Bortstein Legal is well qualified to act as special counsel in the areas for which it has been asked to provide legal counsel; (b) for approximately three (3) years prior to the Commencement Date, Lawrence A. Bortstein, the Managing Member of Bortstein Legal, led LBHI’s Technology Law Group and had global responsibilities for the matters for which LBHI is seeking to employ

Bortstein Legal; and (c) the Debtors believe that representation by Bortstein Legal in such matters, subsequent to the Commencement Date, is in the best interest of the estates.

11. Here, the Debtors have selected Bortstein Legal as special counsel to coordinate contractual relationships with certain information technology licensors and vendors. As described in the Bortstein Declaration, Mr. Bortstein is uniquely qualified to provide counsel with respect to such matters because he has overseen these functions for the Debtors since 2005. Moreover, Mr. Bortstein specializes in structuring and negotiating technology-based contracts and agreements with key vendors. Mr. Bortstein is currently the only member of Bortstein Legal, but the firm will hire attorneys to accommodate the Debtors' needs for the engagement contemplated hereunder.

12. In addition, as the former Head of Technology Law for LBHI, Mr. Bortstein developed and implemented processes to improve the efficiency of, and manage the cost of, the vendor-contracting process. He was able to achieve these results by developing and implementing (a) form agreements that were easily used by non-legal staff, (b) self-service web sites containing these form agreements, (c) toolkits which empowered non-attorney professionals to negotiate key non-legal elements of vendor contracts, and (d) on-line training. The Debtors will use these processes and tools to save on legal costs associated with vendor contracts. Indeed, many of the contracts that will be reviewed and re-structured by the Debtors were either negotiated personally by Mr. Bortstein or are based on form agreements that Mr. Bortstein developed. Moreover, Mr. Bortstein has established relationships with many of the key decision makers at the vendors with whom the Debtors need to negotiate. Accordingly, Bortstein Legal is well-positioned to provide the highest quality legal services at a reasonable cost. The Debtors believe that the employment of Bortstein Legal as special counsel for the Debtors will enable the

Debtors to avoid the unnecessary expense otherwise attendant to having another law firm familiarize itself with the matters described above. For these reasons, the Debtors submit that the employment of Bortstein Legal is in the best interests of the Debtors, their estates, and creditors.

**Bortstein Legal Holds No Interest Materially
Adverse to the Debtors or the Debtors' Estates**

13. To the best of the Debtors' knowledge, Bortstein Legal does not represent or hold any interest adverse to the Debtors, their creditors, any other parties in interest herein, or their respective attorneys or accountants, or the U.S. Trustee, with respect to the matters as to which Bortstein Legal is to be employed, except as may be set forth in the Bortstein Declaration. *See In re AroChem*, 176 F.3d at 622 (emphasizing that, under section 327(e) of the Bankruptcy Code, potential conflicts must be evaluated only with respect to the scope of the proposed retention). The Debtors have been informed that Bortstein Legal will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise and, if any new relevant facts or relationships are discovered, Bortstein Legal will supplement its disclosure to the Court. *See* Bortstein Declaration at ¶ 14.

14. As of the Commencement Date, Mr. Bortstein owned 11 vested shares LBHI common stock which was subsequently sold, as well as unvested restricted stock awards valued at \$182. However, this should not be an impediment to the retention of Bortstein Legal under section 327(e) of the Bankruptcy Code by the Debtors. Additionally, because Bortstein Legal is not serving as the Debtors' bankruptcy counsel, the Debtors believe that Bortstein Legal has not rendered "services . . . in contemplation of, or in connection with the case" within the meaning of section 329(a) of the Bankruptcy Code.

15. Based on the foregoing and the disclosures set forth in the Bortstein

Declaration, the Debtors submit that Bortstein Legal does not hold or represent any interest adverse to the Debtors or the Debtors' estates with respect to the matters on which Bortstein Legal is to be employed.

Bortstein Legal will not Conduct the Debtors' Bankruptcy Case

16. By separate applications, the Debtors have sought the Court's approval to retain and employ Weil, Gotshal & Manges LLP as the Debtors' general bankruptcy counsel, and Curtis, Mallet-Prevost, Colt & Mosle LLP as conflicts counsel. By contrast, Bortstein Legal's postpetition work is comprised of vendor contract review and negotiations. None of these matters involves the conduct of the bankruptcy cases themselves. Accordingly, the services rendered and functions to be performed by Bortstein Legal will not be duplicative of any bankruptcy-related work performed by other law firms retained by the Debtors. Furthermore, Bortstein Legal will coordinate with the Debtors' other professionals to ensure that its services are, to the maximum extent possible, complimentary to other professionals' services.

Professional Compensation

17. The Debtors understand that Bortstein Legal intends to apply separately to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and all orders of this Court governing professional services performed and expenses incurred after the Commencement Date. To that end, Bortstein Legal has agreed to submit applications for interim and/or final allowances of compensation pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of this Court.

18. Bortstein Legal has further informed the Debtors that the current hourly billing rates for Bortstein Legal are \$400 per hour for Lawrence A. Bortstein, \$375 per hour for

attorneys with 8 or more years of experience, and \$325 per hour for attorneys with less than 8 years of experience. The Debtors respectfully submit that such rates are reasonable and competitive with the rates other firms charge for similar services. For services rendered by Bortstein Legal in these cases, the Debtors, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, all guidelines promulgated by the U.S. Trustee, and orders of the Court, propose to pay Bortstein Legal its customary hourly rates that are in effect from time to time, as set forth in the Bortstein Declaration. The Debtors also seek authority to pay expenses incurred by Bortstein Legal on a postpetition basis in connection with its work for the Debtors.

The Relief Requested is Appropriate

19. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

Notice

20. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this Application in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

21. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: November 26, 2008
New York, New York

/s/ Richard P. Krasnow
Richard P. Krasnow

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit A

Bortstein Declaration

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Richard P. Krasnow

Attorneys for Debtor
And Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re:	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.:	Chapter 11 Case No.
	:
Debtors.	08-13555 (JMP)
	:
	(Jointly Administered)
	:
-----X	

**DECLARATION OF LAWRENCE BORTSTEIN
ON BEHALF OF BORTSTEIN LEGAL LLC PURSUANT TO
SECTION 327(e) OF THE BANKRUPTCY CODE AND RULES 2014(a)
AND 2016(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
IN SUPPORT OF THE DEBTORS' APPLICATION FOR AUTHORIZATION
TO EMPLOY AND RETAIN BORTSTEIN LEGAL LLC AS SPECIAL COUNSEL**

LAWRENCE BORTSTEIN hereby declares, pursuant to section 1746 of title 28
of the United States Code, as follows:

1. I am the managing member of Bortstein Legal LLC ("Bortstein Legal"),
located at 39 Walbrooke Road, Scarsdale, New York 10583. I am admitted to practice law in the
State of New York.

2. I submit this declaration (the "Declaration") in connection with the
application dated November 26, 2008 (the "Application") of the above-captioned debtors and
debtors in possession (collectively, the "Debtors") to employ and retain Bortstein Legal as
special counsel in the above-captioned chapter 11 cases, at Bortstein Legal's normal hourly rates

in effect from time to time and in accordance with Bortstein Legal's normal reimbursement policies, in compliance with sections 327(e), 328(a), 329 and 504 of title 11 of the United States Code (the "Bankruptcy Code"), and to provide disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Bortstein Legal's completion of further review, or as additional party-in-interest information becomes available to Bortstein Legal, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

Scope of Services

3. Subject to further order of this Court, the Debtors have requested that Bortstein Legal serve as special counsel to render legal counsel and advice with respect to reviewing, restructuring and negotiating vendor contracts, information technology licenses, statements of work, and related documents.

4. The Debtors have asked Bortstein Legal to provide these services primarily because I led the Technology Law Group of Lehman Brothers Holdings Inc. ("LBHI") from February 22, 2005 until September 22, 2008. In that position, I had global responsibilities for the matters for which the Debtors are now seeking to employ Bortstein Legal. Consequently, Bortstein Legal has extensive knowledge and experience with each of these kinds of matters. Although Bortstein Legal is currently a solo practice, it is anticipated that the firm will associate additional attorneys in order to accommodate the Debtors' needs for the engagement contemplated hereunder.

5. When I was leading the Technology Law Group of LBHI, I developed and implemented processes to improve the efficiency and manage the cost of the vendor contracting process, including by, among other things, developing and implementing (a) form agreements that were easily used by non-legal staff, (b) self-service web sites containing these form agreements, (c) toolkits which empowered employees to negotiate key, non-legal elements of vendor contracts, and (d) on-line training. I am informed that the Debtors will continue to use these processes and tools to conserve their resources during Bortstein Legal's representation. In addition, during my previous employment with LBHI, I personally negotiated many of the contracts that will be reviewed and restructured during this engagement. Because of my unique expertise and familiarity with the Debtors' business, Bortstein Legal is uniquely positioned to provide representation to the Debtors at a reasonable cost.

6. Bortstein Legal will perform the foregoing services, and other similar services, as requested from time to time by the Debtors. Bortstein Legal's involvement in the restructuring of the Debtors under chapter 11 of the Bankruptcy Code will be insignificant. Since Bortstein Legal is not serving as the Debtors' bankruptcy counsel or restructuring advisor, I have been advised that Bortstein Legal will not render "services . . . in contemplation of, or in connection with the case" within the meaning of section 329(a) of the Bankruptcy Code. Bortstein Legal's work is comprised largely of matters that would proceed irrespective of the commencement of these chapter 11 cases. Furthermore, the services to be rendered by Bortstein Legal will not be duplicative of the work performed by Weil, Gotshal & Manges LLP ("WGM") or any other law firms retained by the Debtors. Bortstein Legal will not render services in connection with the claims or interests of the entities with whom it has a connection, as further described herein.

7. As a result of the foregoing, I believe that Bortstein Legal is qualified to represent the Debtors as special counsel pursuant to section 327(e) of the Bankruptcy Code.

**Bortstein Legal's Connections with Parties in
Interest in Matters Unrelated to these Chapter 11 Cases**

8. Either I or Bortstein Legal may have in the past represented, and may in the future represent, entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. In preparing this Declaration, I consulted the list of interested parties prepared by WGM in connection with the Debtors' application to retain WGM, as the same has been supplemented or amended from time to time (the "Potential Parties in Interest"), as set forth on Schedule 2. Except as otherwise stated herein, and to the best of my knowledge, neither I nor Bortstein Legal (i) has any "connection" with the Debtors, their creditors, any other parties in interest herein, or their respective professionals, or the U.S. Trustee and (ii) holds or represents any interest adverse to the Debtors with respect to the matters on which Bortstein Legal is to be retained.

9. I reviewed the list of Potential Parties in Interest in order to identify the names of individuals and entities for whom I have performed services within the last two years. As a result of such review, I have determined that, in respect of each connection between Bortstein Legal and such parties, neither I nor Bortstein Legal holds or represents an interest that is adverse to the Debtors or the Debtors' estates with respect to the matters on which Bortstein Legal is to be employed. Either I or Bortstein Legal do have the following relationships with Potential Parties in Interest:

Matched Entity	Relationship to Debtors	Relationship to Bortstein Legal
LBHI and its debtor and non-debtor affiliates	Affiliates of Debtors	As an employee and the Head of Technology Law for LBHI from February 22, 2005 through September 22, 2008, I provided vendor contract negotiation services to Lehman, as a whole, including to the current and former affiliates of LBHI listed on Schedule 2.
Barclays Global Fund Advisors	A Top 50 Bondholder, and affiliate of Barclays Capital Inc., the purchaser of certain assets of the Debtors	I became an employee of Barclays Capital Inc. on September 22, 2008 as a result of the Debtors' sale of their investment banking and capital markets business operations.

10. In addition, I used to own 11 shares of LBHI common stock and currently own \$182 in unvested LBHI restricted stock awards. I waive any claim I may have related to the \$182 in unvested restricted stock awards.

11. To the best of my knowledge, neither I nor Bortstein Legal hold or represents any interest adverse to the Debtors' estates with respect to the matters upon which Bortstein Legal is to be retained. Although I am currently employed by Barclays Capital Inc., as a condition of this engagement I am resigning my position with Barclays Capital Inc. I will not represent both Barclays Capital Inc. and the Debtors simultaneously. Moreover, neither I nor Bortstein Legal will represent the Debtors in any matter involving matters on which I worked as an employee of Barclays Capital Inc.

12. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is utilized in section 101(14)(e) of the Bankruptcy Code, as modified by section 1107(b), and Bankruptcy Rule 2014(a), between Bortstein Legal and (i) the United States Trustee or any person employed by the Office of the United States Trustee, (ii) any

attorneys, accountants, or financial consultants that represent or may represent claimants or other parties in interest in these cases, except as set forth herein and (iii) investment bankers that represent or may represent claimants or other parties in interest in these cases, except as set forth herein. As part of its practice, Bortstein Legal may appear in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and other parties in interest in these cases. Bortstein Legal has not and will not represent any such parties in relation to the Debtors or their chapter 11 cases. Bortstein Legal does not have any relationship with any such attorneys, accountants, financial consultants, and investment bankers which would be adverse to the Debtors or their estates.

13. Bortstein Legal has not represented, and does not, and will not represent any of the aforementioned entities or their respective affiliates or subsidiaries in matters related to the Debtors or their chapter 11 cases.

14. When additional information concerning entities having a connection with the Debtors is developed, I will file appropriate supplemental disclosures with the Court as necessary.

Bortstein Legal's Rates and Billing Practices

15. Pursuant to the engagement letter, dated as of November 24, 2008 (a copy of which is attached as Schedule 1), Bortstein Legal's hourly rates for this engagement are \$400 per hour for Lawrence Bortstein, \$375 per hour for lawyers with 8 plus years of experience, and \$325 per hour for lawyers with less than 8 years of experience for attorneys expected to work on the matters for which Bortstein Legal will be retained.

16. Bortstein Legal's disbursement policies pass through to the client all out-of-pocket expenses at actual cost or at estimated actual cost when the actual cost is difficult to determine. These expenses include, among other things, photocopying, travel expenses, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges, expenses for "working meals," and telecopy charges.

17. At the time of the petition date, the Debtors do not owe any amounts to Bortstein Legal for services previously provided and expenses accrued.

18. No promises have been received by Bortstein Legal or any member, counsel, or associate thereof as to payment or compensation in connection with these cases other than in accordance with the provisions set forth herein. Bortstein Legal has no agreement with any other entity to share with such entity any compensation received by Bortstein Legal or by such entity.

19. The Debtors' Application requests, pursuant to section 328(e) of the Bankruptcy Code, approval of its employment and retention of Bortstein Legal as special counsel to the Debtors on rates, terms, and conditions consistent with what Bortstein Legal would charge non-chapter 11 debtors, namely, prompt payment of its customary hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Bortstein Legal intends to apply to this Court, pursuant to sections 330 and 331 of the Bankruptcy Code, for allowances of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith.

20. The foregoing constitutes the statement of Bortstein Legal pursuant to sections 327(e), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

I declare under penalty of perjury that the foregoing is true and correct. Executed on November 25, 2008.

/s/ Lawrence Bortstein

Lawrence Bortstein

Schedule 1 – Engagement Letter

BORTSTEIN LEGAL LLC

Attorneys at Law
39 Walbrooke Road
Scarsdale, NY 10583
Tel: (917) 692-3305
Email: lbortstein@gmail.com

November 24, 2008

Lehman Brothers Holdings Inc.
1271 Avenue of the Americas
New York, NY 10020

Dear Mr. Fogarty:

Thank you for selecting this firm to represent you as special counsel and for such special assignments as may be agreed upon by you and this firm in the future, relating to the chapter 11 proceeding filed on September 15, 2008. This letter will serve to set forth the Engagement Agreement between Bortstein Legal LLC and Lehman Brothers Holdings Inc. ("LBHI").

Scope of Engagement. We have agreed that our engagement is limited to performance of services to LBHI and certain of its affiliates (the "Company"). This Engagement Agreement sets forth our role as special counsel for the Company and for such special assignments as may be agreed upon by the Company and this firm in the future. Because we are not your general counsel, our acceptance of this engagement does not involve an undertaking to represent you or your interests in any other matter. Bortstein Legal LLC acknowledges that LBHI and certain of its affiliates are debtors in chapter 11 bankruptcy cases styled *In re Lehman Brothers Holdings Inc., Case No. 08-13555-JMP*, which are pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The engagement will commence as soon as practical and as agreed to by the parties on or after (i) the Bankruptcy Court enters an order approving the retention of Bortstein Legal LLC by the Company, and (ii) the resignation of Lawrence Bortstein from his current employment at Barclays Capital Inc. ("BarCap").

Bortstein Legal LLC agrees to represent the Company in reviewing, re-structuring and negotiating IT and non-IT procurement and license agreements, amendments, statements of work and related documents for the Company (collectively, the "Services"). It is anticipated that this firm will provide Services with respect to outsourcing agreements for, inter alia, IT, HR and Business Process, application service provider agreements, software licenses, professional services, hardware purchase and maintenance, reseller, non-disclosure and content license (including market data and index licensing related to derivative products) agreements. For the avoidance of doubt, the Services do not include negotiating agreements with telecom carriers

unless Bortstein Legal LLC and the Company agree otherwise, nor do they include work relating to regulatory compliance, the intellectual property portfolio of LBHI and its affiliates, real estate, litigation, employment law or bankruptcy.

Staffing. Lawrence Bortstein will have primary responsibility for your representation and anticipates potentially utilizing four (4) or more other attorneys and legal assistants as he believes appropriate in the circumstances. We will provide legal counsel to you in accordance with this letter and in reliance upon information and guidance provided by you, to keep you reasonably informed of progress and developments, and to respond to your inquiries. Through December 31, 2009, LBHI will provide workspace, work stations, network access and phone service for four (4) employees of Bortstein Legal LLC or more if Bortstein Legal LLC and LBHI agree. The location of the workspace will be at one of LBHI's regular places of business in Manhattan.

Conflicts. Lawrence Bortstein in his previous role at LBHI and current role at BarCap has represented parties that may have disputes or transactions with the Company during the time that Bortstein Legal LLC is representing the Company. The Company and Bortstein Legal LLC agree that we will not represent the Company in connection with either claims of an existing client in the Company's chapter 11 proceeding or any other matter in which an existing client's interest may be adverse to the Company. We also will not represent any existing or new client in connection with any claims against LBHI or its affiliated debtors in the chapter 11 proceeding. In addition, the Company understands that Lawrence Bortstein has been employed by BarCap since September 22, 2008, as a result of BarCap's purchase of the Company's broker-dealer division. Prior to or immediately after the Bankruptcy Court enters an order approving the retention of Bortstein Legal LLC as special counsel to the Company, Lawrence Bortstein will resign his employment with BarCap and thereafter will not provide services to BarCap in connection with any matters involving the Company.

Fees. Our fees for this engagement are \$400 per hour for Lawrence Bortstein, \$375 per hour for lawyers with 8 plus years of experience, and \$325 per hour for lawyers with less than 8 years of experience for attorneys expected to work on the matters for which Bortstein Legal LLC will be retained.

Costs and Expenses. Out-of-town travel expenses will be reimbursed by the Company. Bortstein Legal LLC's disbursement policies pass through to the client all out-of-pocket expenses at actual cost or at estimated actual cost when the actual cost is difficult to determine. These expenses include, among other things, photocopying, travel expenses, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges, expenses for "working meals," and telecopy charges.

Payment of Statements. Bortstein Legal LLC will submit regular invoices for services performed. Such invoices will be due and payable in accordance with the Bankruptcy Court's Amended Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (Nov. 19, 2008, Docket No. 1604), and all other applicable orders of the Bankruptcy Court, rules, statutes, and U.S. Trustee guidelines. Time records will be kept for all services rendered. Bortstein Legal LLC will bill monthly.

We may withdraw from the representation if you fail to fulfill your obligations under this agreement, including your obligation to pay our fees and expenses, or as permitted or required under any applicable standards of professional conduct or rules of court, or upon our reasonable notice to you.

Please review this letter carefully and, if it meets with your approval, please sign the enclosed copy of this letter and return it to Lawrence Bortstein so that we may begin work. You may respond affirmatively by emailing a copy of the executed agreement to lbortstein@gmail.com. Please call Mr. Bortstein if you have any questions.

Very truly yours,

BORTSTEIN LEGAL LLC

By: 
Lawrence A. Bortstein, Partner

Date: 11/27/08

AGREED TO AND APPROVED:
Lehman Brothers Holdings Inc.

By: _____
Jim Fogarty, Co-Chief Operating Officer

Date: _____

We may withdraw from the representation if you fail to fulfill your obligations under this agreement, including your obligation to pay our fees and expenses, or as permitted or required under any applicable standards of professional conduct or rules of court, or upon our reasonable notice to you.

Please review this letter carefully and, if it meets with your approval, please sign the enclosed copy of this letter and return it to Lawrence Bortstein so that we may begin work. You may respond affirmatively by emailing a copy of the executed agreement to lbortstein@gmail.com. Please call Mr. Bortstein if you have any questions.

Very truly yours,

BORTSTEIN LEGAL LLC

By: _____
Lawrence A. Bortstein, Partner

Date: _____

AGREED TO AND APPROVED:
Lehman Brothers Holdings Inc.

By:  _____
Jim Fogarty, Co-Chief Operating Officer

Date: 11/25/08

Schedule 2 – Potential Parties in Interest

50 Largest Bond Holders

1. PIMCO Advisors LP
2. Barclays Global Fund Advisors
3. Vanguard Group Incorporated
4. UBS Investment KAG
5. Franklin Advisors Inc.
6. American Life Insurance Company
7. Capital Research and Management
8. Fidelity Management and Research
9. Metropolitan Life Insurance Company
10. Federated Investors
11. Loomis Sayles & Company L.P.
12. Sun Life Assure Co. of Canada
13. Phillips Hager & North Investment Management
14. United States – Indices
15. Alpha Mutual Fund Management
16. Teachers Insurance and Annuity Association
17. Northwest Mutual Life Insurance Company
18. AXA Equitable Life Insurance Company
19. BBVA Gestion SA SGIIC (Spain)
20. Allianz Life Insurance Company of North America
21. Prudential Insurance Company of America
22. Riversource Life Insurance Company
23. Van Kampen Asset Management
24. Zurich American Insurance Company
25. AIG Annuity Insurance Company
26. Jackson National Life Insurance
27. John Hancock Life Insurance Company
28. Hartford Life Insurance Company
29. ALFA Mutual Fire Insurance Company
30. PIMCO Funds Global Investors
31. Advanced Series Trust
32. AETNA Life Insurance Company
33. NATIXIS Asset Management Advisors
34. Guardian Life Insurance Company
35. T. Rowe Price Associates
36. Principal Life Insurance Company
37. Medical Liability Mutual Insurance Company
38. Western Asset Management Company
39. Continental Casualty Company
40. John Hancock Investment Management Services
41. Franklin Templeton Investments
42. Thrivent Financial for Lutherans
43. Metlife Insurance Company of Connecticut

44. Transamerica Life Insurance Company
45. Metropolitan West Capital Management
46. ING Investment LLC
47. Prudential Financial Inc.
48. American Family Life Assurance Company
49. Blackrock Advisors
50. Liberty National Life Insurance Company

100 Largest Unsecured Creditors other than Bondholders

1. Citibank, NA
2. The Bank of New York
3. Aozora Bank
4. BNP Paribas
5. Mizuho Corporate Bank Ltd.
6. Citibank N.A. Hong Kong Branch
7. Shinsei Bank Ltd.
8. UFJ Bank Limited
9. Sumitomo Mitsubishi Banking Corp
10. Svenska Handelsbanken
11. Lloyds Bank, PLC
12. KBC Bank
13. Shinkin Central Bank
14. Commonwealth Bank of Australia, Tokyo Branch
15. The Bank of Nova Scotia
16. Chuo Mitsui Trust & Banking
17. Hua Nan Commercial Bank, Ltd
18. Bank of China, New York Branch
19. CW Lending II Limited
20. Nippon Life Insurance Co.
21. Microsoft Licensing, GP
22. ANZ Banking Group Limited
23. Dimension Data
24. Standard Chartered Bank
25. First Commercial Bank Co., Ltd, New York Agency
26. Bank of Taiwan, New York Agency
27. DnB NOR Bank ASA
28. Australia and New Zealand Banking Group Limited
29. HSBC Bank
30. Bloomberg Finance LP
31. National Bank of Australia
32. Taipei Fubon Bank, New York Agency
33. Origin HR Consulting Limited
34. Bancotec Ltd.
35. The British Land Company PLC
36. London Borough of Tower Hamlets Rates
37. McKee Nelson LLP

38. YXIME
39. Standard & Poor's
40. Bats Trading, Inc.
41. Caldwellader, Wickersham, and Taft
42. CB Richard Ellis Client Account RE Gloa
43. Sidley Austin Brown & Wood
44. JQ Network PTD Limited
45. Reuters America Inc.
46. IBM Corporation
47. Network Appliance, Inc.
48. Clifford Chance
49. Ernst & Young
50. Hewlett-Packard AP (HONG KONG) LIMITED
51. CDW Direct LLC
52. Millennium Developers PVT LTD
53. Virtx
54. Linklaters
55. Allen & Overy
56. NYSE Market, Inc.
57. Broadridge Securities Processing
58. Reuters Limited
59. Paul Weiss
60. Kim & Chang
61. Tata Consultancy Services
62. Bloomberg L.P.
63. Standard and Poors Corp.
64. Ernst and Young Private Limited
65. Deutsche Borsche AG
66. FT Interactive Data
67. Thompson Financial
68. Anjarlekar & Associates
69. Pricoa Relocation UK Limited
70. Davis, Polk and Wardwell
71. Henegan Construction Co., Inc.
72. Linklaters, S.L.
73. Ashurst Morris Crisp
74. National Commerce bank
75. ZKB (Zurcher Kantonalbank)
76. Information Builders Inc.
77. TIBCO Software, Inc.
78. Sungard Securities Finance Inc.
79. 1301 Properties Owner LP
80. Dell Marketing L.P.
81. Fidessa Plc.
82. London & European Title Insurance Services Ltd.
83. Haworth Singapore PTE Ltd.

84. 1221 Avenue of the Americas *
85. 55 Broadway *
86. ICAP Securities Limited
87. Morse Service Holdings Limited
88. Swapswire Limited
89. Kingston Communications PLC
90. Vertex Mortgage Services
91. Drowst Trading, LLC
92. Compucenter (UK) Ltd.
93. Bank of America Plaza STE 3500 *
94. Canary Warf Management Limited
95. WIPRO Infotech Enterprise Solutions
96. 767 Fifth Ave *
97. 125 Broad Street *
98. Morse Group Limited
99. Mace Limited
100. 1301 Properties Owner LP

Significant Landlords

- Rock Forty Ninth LLC
- 1301 Properties Owner L.L.C
- Huron Consulting Group LLC
- Deutsche Bank AG, New York Branch
- WPGH, LLC
- 70 Hudson Street, LLC
- Corporate Park Associates
- Monarch Centre Associates, LLC
- Consultatio Inversora S.A.
- MJH Wacker LLC
- Eastrich No. 167 Corporation
- 8 Sound Shore Associates, LLC
- MCPR Unit V LP, S.E.
- Middlefield Park Associates
- 1111 Brickell Office, LLC
- Lempira S.R.L., R.U.C.
- Telwares, Inc.
- Archipelago Holdings, Inc.
- Teachers Insurance and Annuity Assoc. of America
- Palm Beach Park Centre 4, LLC
- Nine Penn Center Associates, LP
- San Diego - Frazee, LLC
- Columbia Center Property LLC
- CT Tower Investments Inc
- Clifford Chance US LLP
- 125 High Street LP
- SP4 190 S. LaSalle, L.P.

- Crescent TC Investors LP
- Constellation Place, LLC
- HWA 555 Owners, LLC
- WA 555 Owners, LLC
- HQ Global Workplaces
- Four Point Star Operating Company, L.P.
- HQ Global Workplaces
- 20 CCC Business Trust
- 605 Third Avenue Fee LLC
- CMD ST Financial Centre, LLC
- CPR (USA) Inc.
- SLG 220 News Owner LLC
- B&R 919, LLC
- Argonne Capital Group
- PCC Properties (Calgary) Ltd.
- Board of Trade of the City of Chicago, Inc.
- JBC Funds 200 West Monroe LLC
- 300 Main L.L.C.
- Normandy Real Estate Partners
- Texas Tower Limited
- Guggenheim Concourse, L.P.
- Hanover Moving & Storage Co., Inc.
- 101 Hudson Leasing Associates
- New Tower Trust Company Multi-Employer Property Trust
- AIG Technologies, Inc.
- CA-10880 Wilshire Limited Partnership
- Sharon Land Company, LLC
- Deutsche Immobilien Fonds Aktiengesellschaft
- Stillwater Development, LLC
- 50 Broadway Realty Corp.
- 85 Tenth Avenue Associates, LLC
- BP 399 Park Avenue LLC
- Clearbridge Advisors, LLC (f/k/a CAM North America, LLC)
- Historic TW Inc.
- Pricewaterhouse Coopers, LLP
- The Irvine Company LLC
- Regus do Brasil, Ltd
- JDJ Properties, Inc.
- Millennium De Investimentos Imobiliarios LTDA
- HQ Global Workplaces
- The Realty Associates Fund VIII, L.P.
- For 1031 Heritage II LLC
- Denver United LLC
- Lehman Brothers Holdings, Inc.
- Courtside West, LLC
- Brandywine Office Investments LLC

- NBS Brookside 700/800, L.L.C.
- Mackenzie Financial Corporation
- Creekside Business Mall LLC
- Legacy III Centennial, LLC
- Wacker Drive Limited Partnership
- CB Office 10, Ltd.
- Rosemead Properties, Inc.
- Corridors I & II/Loudoun II SPE Feeco, L.L.C.
- Mack-Cali CW Realty Associates L.L.C.
- Triple Net Properties, LLC
- Legacy III Centennial, LLC
- Crown Point, L.L.C.
- Mountain Towers Properties, LLC
- GRE Glendale LLC
- Liberty Property Limited Partnership
- Sandtrap II, Ltd.
- The Irvine Company LLC
- Piedmont Operating Partnership, L.P.
- 101 Hudson Leasing Associates
- 5450 West Sahara LLC
- Trizec Westwood Center LLC
- WLA UPU 1 and 2, LLC
- American Center
- Brookfield Properties One WFC Co. LLC
- 600 Partners Co., L.P.
- Historic TW Inc.
- Custer Court, L.P.
- San Diego- Frazee, LLC
- Beneficiaries of North Star Trust Company Title Holding Land Trust
- Galleria Properties, LLC
- Tempe Fountainhead Corporate, LLC
- Sunray Investments
- National Union Fire Insurance Company of Pittsburgh, PA

Secured Creditors

1. JPMorgan Chase
2. Fenway Funding LLC
3. Swedbank
4. State Street
5. MetLife
6. SMBC
7. Danske Bank

Government and State Regulatory Agencies.

U.S. Regulation

- Securities and Exchange Commission

- State Blue Sky Laws in all 50 states and Puerto Rico
- Commodity Futures Trading Commission (LBI, NB LLC)
- Office of Thrift Supervision (LB Bank)
- Federal Deposit Insurance Corporation (LB Bank, LB Commercial Bank)
- Office of the Comptroller of Financial Institutions (Lehman Brothers Trust Co.)
- Federal Energy Regulatory Commission (Lehman Brothers Commodity Services Inc.)
- Utah Commissioner of Financial Institutions (LB Commercial Bank)
- State Bank Commissioner of the State of Delaware (Lehman Brothers Trust Company of Delaware)
- Financial Industry Regulatory Authority (non-governmental)
- New York Stock Exchange (non-governmental)
- National Futures Association (non-governmental)

Members of Ad Hoc or Unofficial Creditors' Committees – Those formed prior to the Commencement Date, to the extent known at the Commencement Date.

1. The Ad Hoc Committee of Bondholders of the Main Street Natural Gas, Inc. Gas Project Revenue Bonds
 - Capital Research Management Co.
 - Franklin Federal Intermediate-Term-Tax-Free Income Fund
 - Franklin Federal Tax-Free Income Fund
 - Franklin Georgia Tax-Free Income Fund
 - Franklin High-Yield Tax-Free Income Fund
 - Franklin Advisors LP
 - Oppenheimer Funds, Inc.
 - Independence Holding Co.
 - The Vanguard Group
 - Allstate Insurance Co.
2. Informal LBHI Bondholder Group
 - members not listed

Significant Stockholders – If Debtor is a corporation, any significant stockholders (greater than 5%).

- | | |
|---|-------|
| • AXA and related parties | 7.25% |
| • Clearbridge Advisors, LLC and related parties | 6.33% |
| • FMR LLC and related parties | 5.87% |

Directors and Officers – Current and former (up to three years) members of the corporation's board of directors and its officers.

1. Board of Directors
 - Richard S. Fuld, Jr. (current)
 - Michael L. Ainslie (current)
 - John F. Akers (current)
 - Roger S. Berlind (current)
 - Thomas H. Cruikshank (current)

- Marsha Johnson Evans (current)
 - Sir Christopher Gent (current)
 - Jerry A. Grundhofer (current)
 - Roland A. Hernandez (current)
 - Henry Kaufman (current)
 - John D. Macomber (current)
2. Officers
- Richard S. Fuld, Jr. (current)
 - Riccardo Banchetti (current)
 - Jasjit S. Bhattal (current)
 - Gerald A. Donini (current)
 - Eric Felder (current)
 - Scott J. Freidheim (current)
 - Michael Geband (current)
 - David Goldfarb (current)
 - Alex Kirk (current)
 - Hyung S. Lee (current)
 - Stephen M. Lessing (current)
 - Ian T Lowitt (current)
 - Herbert H. McDade III (current)
 - Hugh E. McGee III (current)
 - Christian Meissner (current)
 - Thomas A. Russo (current)
 - George H. Walker (current)
 - David Coles (current)
 - James Fogarty (current)
 - Bryan Marsal (current)
 - Erin Callen (former)
 - Joseph M. Gregory (former)
 - Christopher O'Mera (former)
 - Jonathan Beyman (former)

Underwriting Investment Bankers for Debtor's securities for all securities issued or outstanding on the Commencement Date or during the three years prior to the Commencement Date.

- Lehman Brothers
- Hoare Govett, Ltd.
- UBS Investment Bank
- Merrill Lynch
- ABN AMRO Rothschild

Related Entities

1. 737 Portfolio Services LLC
2. 737 Portfolio Trust
3. Area Assignor Corp. (dissolved)

4. Area Depository Corporation (dissolved)
5. Area GP Corporation
6. Aristos LLC
7. ASB L.L.C.
8. Ballybunion Investments No. Ltd.
9. Ballybunion Investments No. 2 Ltd.
10. Ballybunion Investments No. 3 Ltd
11. Banque Lehman Brothers S.A.
12. Bixen Limited
13. BK I Realty Inc. (dissolved)
14. BK II Properties Inc.
15. BK III Properties Inc.
16. Blue Jay Realty Corporation
17. BNC Holdings Inc.
18. Bromley LLC
19. Brookson Corp.
20. Brookwood Energy & Properties Inc.
21. Canope Credit Corp.
22. Capital Analytics II, LP
23. Central Funding (Concord) Corporation (dissolved)
24. Clarks Summit I, LLC
25. Clarks Summit II, LLC
26. CP1 Real Estate Services Inc.
27. CP4 Real Estate Services Inc. (dissolved)
28. Dimont Corporation
29. DL Mortgage Corp.
30. DRA Management, Inc. (dissolved)
31. Eagle Energy Management, LLC
32. Eagle Energy Partners I, L.P.
33. East Dover Limited
34. Edibrook Corp.
35. EHP/GP Inc. (dissolved)
36. Eldon Street Holdings Limited
37. ELQ Holdings B.V.
38. ELQ Hypothekan N.V.
39. Equipment Management Inc.
40. Equity Strategies Loans LLC
41. Equity Strategy Loans LLC
42. e-Valuate, LP
43. Executive Monetary Management, Inc.
44. Falcon Holdings I LLC
45. First Ward Properties Inc.
46. Flight Sim I LLC
47. Flight Sim II LLC
48. Flight Sim III LLC
49. Flight Sim IV LLC

50. Flight Sim V Inc.
51. FRAH Special Services Inc.
52. Fundo De Investimento Multimercado Credito Privado Navigator Investimento
53. Furno & Del Castano CapitalPartners LLP
54. GA Dekalb Inc.
55. GKI Korea Development Limited
56. Global Principal Strategies Loans Inc.
57. GRA Finance Corporation Ltd.
58. GRA Finance Corporation Ltd.
59. Growth Partners Inc. (dissolved)
60. Hills Funding One, Ltd.
61. Hydrocarbon Capital II LLC
62. IL Lombard Inc. (dissolved)
63. Ivanhoe Lan Pty Limited
64. Jet Aircraft Leasing Inc. (dissolved)
65. Jet Partners, LLC
66. JFM Aviation Once LLC
67. KM-I Real Estate Company VII (sold)
68. Laminar Holdings LLC
69. LB Alberta Holdings Inc.
70. LB Beta Finance Cayman Limited
71. LB GPS Lightfoot L.L.C.
72. LB Holdings Intermediate 1 Ltd
73. LB Holdings Intermediate 2 LtdLB I Group Inc
74. LB I Group Inc.
75. LB I Group Inc.
76. LB India Holdings Cayman I Limited
77. LB India Holdings Cayman II Limited
78. LB India Holdings Mauritius I Limited
79. LB India Holdings Mauritius II Limited
80. LB India Holdings Mauritius III Limited
81. LB Investment Corp. Inc.
82. LB Investment Holding Company Limited (dissolved)
83. LB Investments (UK) Limited
84. LB Leasing Inc.
85. LB Lomond Investments Limited
86. LB Maritim Investor GmbH
87. LB Memphis Brownstone LLC
88. LB Military Housing LLC
89. LB Note Corp.
90. LB Ohana, LLC
91. LB Skypower Inc.
92. LB Trade Corp.
93. LB UK Financing Limited
94. LB UK RE Holdings Ltd.
95. LB3 GmbH

96. LBCCA Holdings I LLC
97. LBCCA Holdings II LLC
98. LB-NL Holdings (Cayman) Limited
99. LB-NL Holdings I Inc.
100. LB-NL Holdings L.P.
101. LB-NL U.S. Investor Inc.
102. LBQ Funding (UK)
103. LBO Investments Limited
104. LBQ Hong Kong Funding Ltd
105. LBQ Hong Kong Services Limited
106. LCP LTU LLC
107. LCPI Properties Inc.
108. LCPI Properties Inv.
109. Leesburg ACG LLC
110. Lehman ABS Corporation
111. Lehman Aircraft Securitization Holdings LLC
112. Lehman Asset Backed Caps Inc.
113. Lehman Brother Venture Capital 2003 Partnership
114. Lehman Brothers (Israel) Inc.
115. Lehman Brothers (Spain) S.A.
116. Lehman Brothers 1999 Venture Managers' Partnership L.P.
117. Lehman Brothers 1999 Vernture GP Partnership L.P.
118. Lehman Brothers AIM Holding II LLC
119. Lehman Brothers Alternative Investment Management LLC
120. Lehman Brothers Argentina S.A.
121. Lehman Brothers Asset Management Asia, Inc. (dissolved)
122. Lehman Brothers Asset Management (Europe) Ltd
123. Lehman Brothers Asset Management France
124. Lehman Brothers Asset Securitization LLC
125. Lehman Brothers Capital GmbH, Co
126. Lehman Brothers Capital Partners I, L.P.
127. Lehman Brothers Capital Partners II, L.P.
128. Lehman Brothers Capital Partners IV, L.P.
129. Lehman Brothers CDO 2003 L.P.
130. Lehman Brothers CDO Associates (Cayman), Ltd.
131. Lehman Brothers CDO Associates 2003 L.P.
132. Lehman Brothers CDO Associates 2004 L.P.
133. Lehman Brothers CDO Opportunity Partners 2004-2, L.P.
134. Lehman Brothers Commercial Corporation Asia Limited
135. Lehman Brothers Commercial Mortgage K.K.
136. Lehman Brothers Commodity Service Inc.
137. Lehman Brothers Communications Partnership
138. Lehman Brothers de Chile, S.A. (dissolved)
139. Lehman Brothers de Chile, S.A. (dissolved)
140. Lehman Brothers de Venezuela C.A. (inactive)
141. Lehman Brothers de Venezuela C.A. (inactive)

- 142. Lehman Brothers Derivative Fiance LLC
- 143. Lehman Brothers Derivative Products Inc.
- 144. Lehman Brothers Diversified Private Equity Fund 2004, L.P.
- 145. Lehman Brothers do Brasil Ltda
- 146. Lehman Brothers Energy Canada, ULC
- 147. Lehman Brothers Europe Inc.
- 148. Lehman Brothers Europe Limited
- 149. Lehman Brothers European Mezzanine 2002 Associates L.P.
- 150. Lehman Brothers European Mezzanine 2002 L.P.
- 151. Lehman Brothers European Venture Capital Associates L.P.
- 152. Lehman Brothers European Venture Capital L.P.
- 153. Lehman Brothers Finance (Japan) Inc.
- 154. Lehman Brothers Financial Products Inc.
- 155. Lehman Brothers Fund of Funds Associates L.P.
- 156. Lehman Brothers Fund of Funds L.P.
- 157. Lehman Brothers Global Asset Management K.K. (liquidated)
- 158. Lehman Brothers Healthcare Venture Capital Associates L.P.
- 159. Lehman Brothers Healthcare Venture Capital L.P.
- 160. Lehman Brothers Holdings Inc.
- 161. Lehman Brothers Holdings International Inc.
- 162. Lehman Brothers Holdings Japan Inc.
- 163. Lehman Brothers Holdings Plc
- 164. Lehman Brothers Holdings Scottish LP
- 165. Lehman Brothers Inc.
- 166. Lehman Brothers Insurance Agency L.L.C
- 167. Lehman Brothers International (Europe)
- 168. Lehman Brothers International Services, Inc.
- 169. Lehman Brothers Investment Holding Company Inc.
- 170. Lehman Brothers Investment Management Asia Limited
- 171. Lehman Brothers Investments PTE Ltd.
- 172. Lehman Brothers Japan Inc
- 173. Lehman Brothers LBO Inc.
- 174. Lehman Brothers Limited
- 175. Lehman Brothers Luxembourg Investments Sarl
- 176. Lehman Brothers MBG Associates III L.L.C.
- 177. Lehman Brothers MBG Associates L.P.
- 178. Lehman Brothers MBG Capital Partners 1998 (C) LP
- 179. Lehman Brothers MBG Finders 1999 (A) L.P.
- 180. Lehman Brothers MBG Finders 1999 (B) L.P.
- 181. Lehman Brothers MBG Finders 2000 (B) L.P.
- 182. Lehman Brothers MBG Partners 1997 (A) L.P. (dissolved)
- 183. Lehman Brothers MBG Partners 1997 (B) L.P. (dissolved)
- 184. Lehman Brothers MBG Partners 1998 (A) L.P.
- 185. Lehman Brothers MBG Partners 1998 (B) L.P.
- 186. Lehman Brothers MBG Partners 1998 (C) L.P.
- 187. Lehman Brothers MBG Partners 1999 (A) L.P.

188. Lehman Brothers MBG Partners 1999 (B) L.P.
189. Lehman Brothers MBG Partners 1999 (C) L.P.
190. Lehman Brothers MBG Partners L.P.
191. Lehman Brothers MBG Venture Capital Partners 1997
192. Lehman Brothers MBG Venture Capital Partners 1998 (A) L.P.
193. Lehman Brothers MBG Venture Capital Partners 1998 (B) L.P.
194. Lehman Brothers MBG Venture Capital Partners 1998 (C) L.P.
195. Lehman Brothers MBG Venture Capital Partners 1998 (D) L.P.
196. Lehman Brothers MLP Associates, L.P.
197. Lehman Brothers MLP Partners, L.P.
198. Lehman Brothers Offshore Diversified Arbitrage Fund, Ltd.
199. Lehman Brothers Offshore Diversified Arbitrage Master Fund Ltd.
200. Lehman Brothers Offshore Diversified Private Equity Fund 2004, L.P.
201. Lehman Brothers Offshore Investment Partnership L.P.
202. Lehman Brothers Offshore Investment Partnership-Japan L.P.
203. Lehman Brothers Offshore long/short fund, ltd
204. Lehman Brothers Offshore Long/Short Master Fund Ltd.
205. Lehman Brothers Offshore Partners Ltd.
206. Lehman Brothers Offshore Partnership Account 2000/2001, L.P.
207. Lehman Brothers Offshore Partnership GP 2000/2001 L.P.
208. Lehman Brothers Offshore Real Estate Associates, Ltd
209. Lehman Brothers OTC Derivatives Inc.
210. Lehman Brothers Overseas Inc.
211. Lehman Brothers Pacific Holdings Pte. Ltd.
212. Lehman Brothers Participation Fund Associates, L.P.
213. Lehman Brothers Partnership GP 2000/2001 L.P. (dissolved)
214. Lehman Brothers Private Equity Advisers L.L.C
215. Lehman Brothers Private Fund Advisers LP
216. Lehman Brothers Private Funds Investment Company GP, LLC
217. Lehman Brothers Private Funds Investment Company LP, LLC
218. Lehman Brothers Private Fund Management LP
219. Lehman Brothers (PTG) Limited
220. Lehman Brothers Secondary Fund of Funds Associates L.P.
221. Lehman Brothers Secondary Fund of Funds L.P.
222. Lehman Brothers Securities Taiwan Limited
223. Lehman Brothers Services India Private Limited
224. Lehman Brothers Singapore PTE Ltd.
225. Lehman Brothers South Asia Limited (Inactive)
226. Lehman Brothers South East Asia Investments PTE Limited
227. Lehman Brothers Spain Holdings Limited
228. Lehman Brothers Special Financing Inc.
229. Lehman Brothers Sudamerica S.A.
230. Lehman Brothers U.K. Holdings (Delaware) Inc.
231. Lehman Brothers Uruguay S.A.
232. Lehman Brothers VC Partners L.P.
233. Lehman Brothers Venture Associates Inc.

- 234. Lehman Brothers Venture Bankers' Partnership L.P.
- 235. Lehman Brothers Venture Capital Partners I, L.P.
- 236. Lehman Brothers Venture GP Partnership L.P.
- 237. Lehman Brothers Venture Partners L.P.
- 238. Lehman Brothers Verwaltungs-und Beteiligungsgesellschaft mbH
- 239. Lehman CMO Inc.
- 240. Lehman Commercial Paper Inc.
- 241. Lehman Crossroads Corporate Investors II, LP
- 242. Lehman Insurance Company
- 243. Lehman Loan Funding I LLC
- 244. Lehman Mortgage Holdings Canada II Inc. (inactive)
- 245. Lehman Mortgage Company of Canada (surrendered)
- 246. Lehman Mortgage Company of Canada (surrendered)
- 247. Lehman Mortgage Holdings Canada I Inc. (inactive)
- 248. Lehman Municipal ABS Corp.
- 249. Lehman OPC LLC
- 250. Lehman Pass-Through Securities Inc.
- 251. Lehman Queens Center Inc. (inactive)
- 252. Lehman Queens Limited Inc. (inactive)
- 253. Lehman Re Ltd.
- 254. Lehman Realty & Development Corp.
- 255. Lehman Receivables Corp. (dissolved)
- 256. Lehman Risk Advisors Inc.
- 257. Lehman Risk Management, Inc. (dissolved)
- 258. Lehman Structured Assets Inc.
- 259. Lehman Structured Securities Corp.
- 260. Lehman Syndicated Loan Inc.
- 261. Lehman VIP Holdings Inc.
- 262. Lehman VIP Investment LDC
- 263. Lehman VIP Investment LDC
- 264. Liberty Corner Inc. (sold)
- 265. Liberty GP II Inc. (sold)
- 266. LIBRO Holdings I Inc.
- 267. Libro Companhia Securitizadora de Creditos
- 268. Long Point Funding Pty Ltd.
- 269. Louise Y.K.
- 270. LPTG Inc.
- 271. LPTG Intermediate LLC
- 272. LPTG Intermediate LLC
- 273. LPTG LLC
- 274. LPTG LLC
- 275. LW-LP Inc.
- 276. LW-LP Properties Inc.
- 277. M&L Debt Investments Holdings Pty Limited
- 278. M&L Debt Investments Pty Limited
- 279. Mast Depositor Corp

- 280. MBAM Investor Limited
- 281. MBR/GP Corp.
- 282. Merit, LLC
- 283. Metro Realty Corporation (dissolved)
- 284. MMP Funding Corp.
- 285. Morganberry Corporation
- 286. Nai Harn Hotel 1 Company Limited
- 287. Neuberger & Berman Agency, Inc.
- 288. Neuberger Berman Asset Management, LLC
- 289. Neuberger Berman Inc.
- 290. Neuberger Berman Investment Services, LLC
- 291. Neuberger Berman Pty Ltd.
- 292. Neuberger Berman, LLC
- 293. Newark Properties One Inc.
- 294. Nexity Investment Partnership L.P.
- 295. NL Funding, L.P.
- 296. NL GP Inc.
- 297. Northstar Equipment Leasing Income Inc. (dissolved)
- 298. NPC Inc. (dissolved)
- 299. OCI Holdings Limited
- 300. O.M.B. Limited Partner Ltd.
- 301. OSD Corp.
- 302. PAC Aircraft Management Inc.
- 303. Pentaring, Inc.
- 304. Phuket Hotel 1 Holdings Company Limited.
- 305. Pike International Y.K.
- 306. Pindar Pty Ltd.
- 307. Preferred Group Limited
- 308. Preferred Holdings Limited
- 309. Preferred Mortgages Limited
- 310. Principal Transactions Inc.
- 311. QP80 Real Estate Services Inc.
- 312. Quality Pork Partners, Inc.
- 313. Real Estate Investors Inc. (dissolved)
- 314. Real Estate Private Equity Inc.
- 315. Real Estate Services I Inc. (dissolved)
- 316. Real Estate Services VII Inc. (dissolved)
- 317. Reliance Energy E&P, LLC
- 318. REPE LBREP III LLC
- 319. Revival Holdings Limited
- 320. RIBCO LLC
- 321. RIBCO LLC
- 322. RIBCO SPC, Inc.
- 323. Rock Hill Real Estate, Inc.
- 324. Sage Partners, LLC
- 325. SAIL Investor Pte Ltd.

- 326. Sambar Properties Inc.
- 327. SASCO ARC Corporation
- 328. Scranzay, Inc.
- 329. Security Assurance Advisers, LP
- 330. Select Asset Inc.
- 331. Senior Income Fund Inc. (dissolved)
- 332. Serafino Investments Pty Limited
- 333. Shearson Lehman Brothers Capital Partners II, L.P.
- 334. Shearson Lehman Hutton Capital Partners II
- 335. Skratook LLC
- 336. Small Business Assets I LLC
- 337. Southern Pacific Funding 5 Ltd
- 338. Stamford Investment Realty Inc.
- 339. STRATUS I Inc.
- 340. Structure Asset Securities Corporation II
- 341. Structured Asset Securities Corporation
- 342. Structured Options Inc.
- 343. STUIE CORP.
- 344. Sunrise Finance Co., Ltd.
- 345. TAL Europe, LLC
- 346. Tallus
- 347. Thayer Group Limited
- 348. Thayer Properties (Jersey) Ltd.
- 349. Thayer Properties Limited
- 350. Townsend Analytics Japan Ltd.
- 351. Townsend Analytics, Ltd.
- 352. TX Tower Inc. (sold)
- 353. Wharf Reinsurance Inc.
- 354. West Dover, LLC
- 355. Woori-LB First Asset Securitization Specialty Co., Ltd.
- 356. Woori-LB Fourth Asset Securitization Specialty Co., Ltd.
- 357. Y.K. Park Funding
- 358. Y.K Tower Funding

Former Lehman Brothers Holdings Inc. Entities

- 1. 314 Commonwealth Ave. Inc.
- 2. Aegis Finance LLC
- 3. Alnwick Investments (UK) Limited
- 4. Alnwick Investments (UK) Ltd. Kingdom
- 5. Appalachian Asset Management Corp
- 6. ARS Holdings I LLC
- 7. Aurora Loan Services LLC
- 8. Ballybunion Partnership
- 9. Bamburgh Investments (UK) Ltd
- 10. Blixen U.S.A.
- 11. Blue Way Finance Corporation U.A.

12. Brasstown Entrada I SCA
13. Brasstown LLC
14. Brasstown Mansfield I SCA
15. Capstone Mortgage Services Ltd
16. CIMT Limited
17. Cohort Investments Limited
18. Commonwealth Ave. Inc.
19. Dynamo Investments Ltd.
20. Entrada II Sarl
21. Erin Asset
22. Falcon Holdings II Inc
23. Falcon Investor I-X Inc
24. Falcon LB Sarl
25. Gainsborough Investments BV
26. Global Korea Investments Ltd.
27. Global Thai Property Fund
28. Kayenta L.P
29. Kenilworth Investments Ltd.
30. L.B.C. YK
31. L.B.C. YK Hearn Street Holdings Limited
32. LB Leaseco I
33. LB LLC
34. LB 745 Leaseco I LLC
35. LB 745 LLC
36. LB Alpha Finance Cayman Limited
37. LB Asia Issuance Company Ltd.
38. LB Asset Management Ltd.
39. LB Australia and Asia Investments Limited
40. Lehman Brothers U.K. Holdings Ltd.
41. LB Capital Investments Ltd.
42. LB Delta (Cayman) No Ltd.
43. LB Delta (Cayman) No 1 Ltd
44. LB Delta Funding
45. LB Holdings Intermediate Ltd.
46. LB Lease & Finance No . Ltd.
47. LB Russia Holdings Inc.
48. LB Russia Holdings LLC
49. LB SF No. Ltd.
50. LB SPV SCA
51. LBA Funding (Cayman) Limited
52. LBAC Holdings I Inc
53. LBASC LLC
54. LBCCA Holdings I Inc.
55. LBCCA Holdings II Inc
56. LBHK Funding (Cayman) No. Ltd.
57. LBHK Funding (Cayman) No. 1 Ltd

58. LBHK Funding (Cayman) No. 2 Ltd.
59. LBHK Funding (Cayman) No. 4 Ltd
60. LB Vin Co Inc.
61. LBO Funding (Cayman) Limited
62. LBS Holdings SARL
63. LCPI Properties Inc
64. Lehman ALI Inc.
65. Lehman Brothers AIM Holding III LLC
66. Lehman Brothers Asia Capital Company
67. Lehman Brothers Asia Capital Company Kong
68. Lehman Brothers Asia Holdings Limited
69. Lehman Brothers Asia Limited
70. Lehman Brothers Asia Pacific (Singapore) PTE. Ltd.
71. Lehman Brothers Asset Management Inc
72. Lehman Brothers Asset Management, LLC
73. Lehman Brothers Australia Granica PTY Limited
74. Lehman Brothers Australia Holdings PTY Limited.
75. Lehman Brothers Australia Limited
76. Lehman Brothers Bancorp Inc
77. Lehman Brothers Bancorp UK Holdings Limited
78. Lehman Brothers Bank, FSB
79. Lehman Brothers Bankhaus Aktiengesellschaft
80. Lehman Brothers Canada Inc
81. Lehman Brothers Capital Private Limited
82. Lehman Brothers Co-Investment Associates LLC
83. Lehman Brothers Commercial Bank
84. Lehman Brothers Commercial Corporation
85. Lehman Brothers Commodity Services Inc.
86. Lehman Brothers Equity Finance (Cayman) Limited
87. Lehman Brothers Finance S.A
88. Lehman Brothers Fixed Income Securities Private Limited
89. Lehman Brothers Futures Asia Limited
90. Lehman Brothers Futures Asset Management Corp
91. Lehman Brothers Global Investments LLC
92. Lehman Brothers Holdings Capital Trust IV
93. Lehman Brothers Hy Opportunities Inc.
94. Lehman Brothers Hy Opportunities Korea Inc.
95. Lehman Brothers Investment Korea Inc
96. Lehman Brothers Management LLC
97. Lehman Brothers P.A. LLC
98. Lehman Brothers Private Equity Advisers
99. Lehman Brothers Private Fund Advisers LPD
100. Lehman Brothers Securities Asia Limited
101. Lehman Brothers Securities N.V.
102. Lehman Brothers Securities Private Limited
103. Lehman Brothers Special Financing Inc.

104. Lehman Brothers Treasury Co. B.V.
105. Lehman Brothers Trust Company of Delaware
106. Lehman Brothers Trust Company, National Association
107. Lehman Brothers U.K. Holdings Ltd.
108. Lehman Brothers UK Investments Limited
109. Lehman Capital Investments Ltd.
110. Lehman Commercial Mortgage Conduit Ltd.
111. Lehman Crossroads Corporate Investors, LP
112. Lehman Crossroads Investment Advisers, LP
113. Lehman Crossroads Investment Company, LP
114. Lehman Risk Services (Bermuda) Ltd.
115. Lehman Syndicated Loan Funding Inc
116. Lincoln Capital Fixed Income Management Company, LLC
117. Longmeade Limited
118. LUBS Inc.
119. Lunar Constellation Limited Partnership
120. MABLE Commercial Funding Limited
121. Maewha K-STARS Ltd.
122. MICT Limited
123. Nale Trust
124. Neuberger Berman Management Inc.
125. New Century Finance Co., LTD.
126. OOO Lehman Brothers
127. Opal Finance Holdings Ireland Limited
128. Pentaring Inc. Long Point Funding Pty Ltd
129. Pindar Pty Ltd
130. Portsmouth Investment Company Pty Ltd
131. Property Asset Management Inc.
132. REPE LBREP II LLC
133. Resetfan Limited
134. Resetfan Limited Capstone Mortgage Services Ltd.
135. SOGKI Development Inc.
136. Southern Pacific Funding
137. Southern Pacific Mortgage Limited
138. SPML Mortgage Funding Limited
139. SPML Mortgage Funding Limited
140. Stockholm Investments Limited
141. Storm Funding Ltd.
142. Storm Funding Ltd. Lehman (Cayman Islands) Ltd.
143. The Main Office Management Company, LP
144. TMIC Limited
145. Woori-LB Fifth Asset Securitization Specialty Co., Ltd.
146. Woori-LB Sixth Asset Securitization Specialty Co., Ltd.

Potential Parties in Interest

1. The Vanguard Group, Inc.

2. Ameren et al.
3. Iron Mountain Information Management
4. Harbinger Capital Partners
5. Harbert
6. UBS Financial Services
7. UBS International Inc.
8. UBS Financial Services of Puerto Rico
9. Harbinger Capital Partners Special Situations Fund LP
10. Harbinger Capital Partners
11. Thomson Reuters Plc & Thomson Reuters Corp.
12. Citigroup, Inc.
13. Citibank, NA
14. Morgan Stanley & Co.
15. Fxcm Holdings LLC
16. Glg Partners LP
17. Wilmington Trust Company
18. Credit Suisse
19. Rock-Forty Ninth LLC, Rockefeller Center et al.
20. Bank of New York Mellon
21. Customer Asset Protection
22. Royal Bank of Scotland
23. Federal Reserve Bank of New York
24. Federal Express Corporation
25. Accenture LLP
26. Lehman Brothers Private Equity Funds
27. Interactive Data Corp.
28. Green Tree Servicing LLC
29. Henegan Construction Co., Inc.
30. Monument Realty LLC
31. Wells Fargo Bank, NA
32. Wells Fargo & Co.
33. BP North America
34. BP Energy
35. BP Canada
36. IGI Resources
37. Essex Equity Holdings USA, LLC
38. Abm Industries, Inc.
39. Northgate Minerals Corporation
40. 4Kids Entertainment, Inc.
41. Fred Hutchinson Cancer Research Center
42. Fannie Mae
43. Carrollton-Farmers Branch Independent School District
44. Harris County
45. Dallas County
46. Tarrant County
47. McLennan County

48. Factiva, Inc.
49. SP4 190 S. Lasalle, L.P.
50. Canadian Imperial Bank
51. CIBC World Market.
52. CIBC World Markets Inc.
53. Sumitomo Mitsui Banking Corp.
54. SMBC Capital Markets
55. Sumitomo Mitsui Brussels Branch
56. Societe Generale
57. Washington Mutual Bank
58. Washington Mutual, Inc.
59. National Bank of Canada
60. Occidental Energy Marketing, Inc.
61. Landamerica Financial Group, Inc.
62. Toronto-Dominion Bank
63. Dresdner Kleinwort Group Holdings LLC
64. Normandy Hill Capital, LP
65. Office of Thrift Supervision
66. Office of Thrift Supervision, Northeast Region
67. General Electric Capital Corp
68. ING bank, FSB
69. 250 East Borrower LLC
70. East 46th Borrower LLC
71. Hale Avenue Borrower LLC
72. EHMD, LLC
73. Bats Holdings, Inc.
74. CD Representative
75. Pursuit Partners
76. Galleon Buccaneer's Offshore LTD
77. Microsoft Corporation
78. Microsoft Licensing
79. Dresdner Kleinwort Group Goldings LLC
80. Svenska Handelsbanken AB
81. Moody's Investors Service
82. IBM
83. Collins Building Services, Inc.
84. 1301 Properties Owner, LP
85. Mizuho Corporate Bank LTD
86. Greg Georgas & Mark Grock
87. Direct Energy Business LLC
88. Direct Energy LLC
89. Chevron Natural Gas
90. Bank of China
91. Pursuit Capital Partners Master
92. Pursuit Opportunity Fund I Master LTD.
93. Aig Global Investment Corporation

94. Green Tree Servicing Inc.
95. Wilmington Trust Company
96. Wilmington Trust FSB
97. Mack-Cali Realty LP
98. Arapahoe County Treasurer
99. J P Morgan Chase Bank, N.A.
100. Mizuho Corporate Bank
101. Pursuit Capital Partners Master (Cayman) Ltd.
102. CD Representative, L.C.
103. Providence Equity Partners
104. Newport Global Advisors LP
105. Altova, Inc.
106. The Informal Noteholder Group
107. Verizon Communications Inc.
108. NY State Department Of Taxation and Finance
109. Deutsche Bank Securities Inc.
110. Brookfield Properties One WFC Co. LLC
111. Caixa Geral De Depositos, S.A.
112. FXCM Holdings, Llc
113. Morgan Stanley & Co. Incorporated
114. Credit Suisse
115. US Bank Natl Assoc.
116. Bank Of Montreal
117. Natl Australia Bank Limited
118. Barclays Capital, Inc.
119. Contrarian Capital Management, LLC
120. 8 Sound Shore Associates LLC
121. Federal Home Loan Mortgage Corp
122. Allianz Global Investors AG
123. Marshall Funds, Inc.
124. Marshall & Ilsley Trust Company, N.A.
125. M. Arthur Gensler Jr and Assoc, Inc.
126. Gensler Architecture, Design And Planning, P.C.
127. Bay Harbour Management LC
128. Bay Harbour Master
129. Trophy Hunter Investments
130. BHCO Master
131. MSS Distressed & Opportunities 2
132. Institutional Benchmarks
133. The TAARP Group, LLP
134. Avaya Inc.
135. Missouri Department Of Revenue, Bankruptcy Unit
136. Chuo Mitsui Trust And Banking Co.
137. Brookfield Properties One WFC Co. LLC
138. European Bank For Reconstruction
139. WSG Development Co.

- 140. GE Capital Information Technology
- 141. Vollers Excavating & Constrution, Inc
- 142. The Bank Of Tokyo-Mitsubishi UFJ, Ltd
- 143. The Chuo Mitsui Trust And Banking Co., Ltd
- 144. Crossmark Investment Advisers, LP
- 145. Tishman Speyer Properties, L.P.
- 146. Shinsei Bank Limited
- 147. Dnb Nor Bank Asa
- 148. Cap Gemini Financial Services USA, Inc
- 149. Yildiz Holdings, Inc.
- 150. Godiva Chocolatier, Inc.
- 151. Structure Tone Inc.
- 152. GE Capital Information Technology Solutions, Inc. D/B/A Ikon Financial

Services

- 153. Office Of The United States Attorney
- 154. Russell Investment Group, Inc.
- 155. Counsel To Australia And New Zealand Banking
- 156. JFK International Air Terminal LLC
- 157. Duke Corporate Education
- 158. Telecom Italia Capital S.A.
- 159. Oracle Credit Corporation
- 160. Eaton Corporation
- 161. TW Telecom Inc.
- 162. Bankruptcy Creditors' Service, Inc.
- 163. Union Bank Of California, N.A.
- 164. United Bank Of California, N.A.
- 165. Payreel, Inc.
- 166. City Of Farmers Branch
- 167. Johnson County Arlington ISD
- 168. Mansfield ISD
- 169. Burleson, ISD
- 170. Exegy Incorporated
- 171. Tiger Asia Fund, L.P.
- 172. Tiger Asia Overseas Fund, Ltd.
- 173. Executive Fliteways, Inc.
- 174. Business Objects Americas
- 175. Frictionless Commerce, Inc.
- 176. Travelers National Accounts
- 177. A-V Services, Inc.
- 178. Oversea-Chinese Banking Corp. Ltd.
- 179. Informal Group Of Taiwan Financial Institutions
- 180. Fondo Latinoamericano De Reservas
- 181. Trading Technologies International
- 182. Gartner, Inc.
- 183. Gartner UK Limited
- 184. Computer Financial Consultants Inc.

185. Tangoe, Inc.
186. Open Solutions Inc.
187. CB Richard Ellis, Inc.
188. Sprint Nextel Corp
189. Costello Maione Schuch Inc.
190. AEW Capital Management, LP
191. Lyon Capital Ventures
192. PJM Interconnection, L.L.C.
193. Broadridge Processing Solutions, Inc.
194. Federal Home Loan Bank Of Pittsburgh
195. Tata American International
196. Hypo Investment Bank Ag
197. Pension Benefit Guaranty Corporation
198. The Juilliard School
199. Newedge USA, LLC
200. Pacific Gas & Electric Company Bank of America N.A.
201. Duke Energy Ohio, Inc.
202. Fir Tree Value Master Fund, L.P.
203. Fir Tree Capital Opportunity Master Fund, L.P.
204. Alameda County (CA) Employees' Retirement Association
205. Government of Guam Retirement Fund
206. Northern Ireland Governmental Officers Superannuation Committee
207. City of Edinburgh Council as Administrating Authority of the Lothian Pension Fund
208. Operating Engineers Local 3 Trust Fund
209. Dresdner Bank A.G.
210. Parsec Trading Corp.
211. Parsec Corp.
212. Nomura Holding America Inc.
213. Nomura Holdings Inc.
214. PNMR Services Co.
215. First Choice Power, LP
216. Reliant Energy Services, Inc.
217. Reliant Energy Power Supply, LLC
218. EnergyCo, LLC
219. EnergyCo Marketing and Trading
220. Binding Company, Inc.
221. Fondiaria
222. BIM
223. VITA
224. Assicurazioni
225. Milano
226. Popolare
227. Banca Sai
228. Systema
229. Novara

- 230. 50 Broadway Realty Corp. LLC
- 231. Swedbank
- 232. Arab Bank
- 233. Bank Pekao
- 234. GL Trade
- 235. EZE Castle
- 236. Liquidpoint
- 237. Korea Investment & Securities Co., LTD
- 238. True Friend 4th Securitization Specialty Co.
- 239. PT Bank Negara Indonesia
- 240. Federal Home Loan Bank of Atlanta
- 241. Health Care Services Corp D/B/A Blue Cross and Blue Shield of Illinois
- 242. Cognizant Technology Solutions
- 243. Somerset Properties SPE, LLC
- 244. Sumitomo Trust & Banking Co., LTD
- 245. Vignette Europe Limited
- 246. Greenbriar Minerals, LLC
- 247. D.E. Shaw Composite Portfolios, LLC
- 248. D.E. Shaw Oculus Portfolios, LLC
- 249. Compagnie Financiere Trdaition SA
- 250. Caisse De Depot et Placement du Quebec
- 251. Tuxedo Reserve Owner LLC
- 252. Tuxedo TPA Owner LLC
- 253. Members of Certified Class in Austin, ET AL V. Chisick, ET AL., Case SA CV

01-0971 DOC

- 254. The City of Long Beach
- 255. America's Servicing Company
- 256. Public Service of North Carolina
- 257. GMAC LLC
- 258. GMAC Residential Capital
- 259. GMAC-IM
- 260. Residential Funding Company LLC
- 261. Constellation PL
- 262. ADV Portfolio Tech
- 263. Sun Guard, ET AL.
- 264. INF SRVS
- 265. Wall St Concepts
- 266. The Central Puget Sound Regional Transit Authority
- 267. Global Thematic
- 268. Panton Fund
- 269. CFIP Fund
- 270. Cura Fixed Fund
- 271. Turnberry Fund
- 272. Investcorp, Et. Al.
- 273. Royal Bank of America
- 274. Arapahoe County Attorney's Office

- 275. Currenex
- 276. State Street Bank
- 277. UBS Securities LLC
- 278. US Bank National Association
- 279. Bank of America Mellon
- 280. Commerzbank A.G.
- 281. Kraft Foods Inc.
- 282. Kapalua Bay, LLC
- 283. M&B Maher
- 284. M. Brian Maher and Basil Maher
- 285. AB Bankas
- 286. Och-Ziff
- 287. Aliant Bank
- 288. Crossroads Investment Advisors
- 289. Lloyds Bank
- 290. Sun Trust Banks, Inc.
- 291. River Capital Advisors Inc.
- 292. Dell Marketing L.P.
- 293. National Cinemedia, Inc.
- 294. Margolis Edelstein
- 295. Access Data
- 296. Meridian Company of New York
- 297. CNX Gas Co.
- 298. Delaware Management Holdings, Inc.
- 299. Commerzbank A.G. (New York and Grand Cayman Branches)
- 300. Intechra LLC
- 301. Office of the U.S. Trustee
- 302. California Ind. Systems Operator Corp.
- 303. First Commercial Bank Co., Ltd. New York Agency
- 304. Bank of Taiwan
- 305. County of San Mateo (CA)
- 306. County of Monterey (CA)
- 307. First Trust Portfolios L.P.
- 308. First Trust Advisors L.P.
- 309. Bondwave LLC
- 310. Avista Corp.
- 311. Cascade Investment LLC
- 312. Powerex Corp.
- 313. California Public Employees Retirement System
- 314. Thomas P. Dinapoli, as Sole Trustee of The NY State Common Retirement Fund
- 315. Pacific Coast Cap. Partners, LLC
- 316. Mitsubishi UGJ SEC CO.
- 317. ING Real Estate Finance

Affiliations of Outside Directors

- Michael L. Ainslie

- director - The St. Joe Company
- director - Lehman Brothers Bank, FSB
- trustee - Vanderbilt University
- Member (and the chairman emeritus) of the Board of Directors of The Posse Foundation, Inc.
- John F. Akers
- director - W.R. Grace & Co
- Roger S. Berlind
- governor - The Broadway League
- Thomas H. Cruikshank
- Marsha Johnson Evans
- director - Weight Watchers International, Inc.
- director - Huntsman Corporation
- director - Office Depot, Inc.
- director - Naval Academy Foundation
- director - America's Development Foundation.
- advisory board - LPGA
- advisory board - Pew Partnership for Civic Change
- Roland A. Hernandez
- director of MGM Mirage
- director - The Ryland Group, Inc.
- director - Sony Corporation
- director - Vail Resorts, Inc.
- advisory board - David Rockefeller Center for Latin American Studies at Harvard University
- advisory board - Harvard Law School
- President's Council on International Activities – Yale University
- Henry Kaufman
- president - Henry Kaufman & Company
- member (and the chairman emeritus) - Board of Trustees of the Institute of International Education
- member - Board of Trustees of New York University
- member (and the chairman emeritus) - Board of Overseers of the Stern School of Business of New York University
- member - Board of Trustees of the Animal Medical Center
- member of the International Advisory Committee of the Federal Reserve Bank of New York
- member of the Advisory Committee to the Investment Committee of the International Monetary Fund Staff Retirement Plan
- member of the Board of Governors of Tel-Aviv University treasurer (and former trustee) of The Economic Club of New York.
- John D. Macomber
- director - Collexis Holdings, Inc.
- director - Stewart & Stevenson LLC
- chairman - Council for Excellence in Government
- vice chairman - Atlantic Council

- trustee - Carnegie Institution of Washington
- trustee - Folger Library
- Sir Christopher Gent
- director - Ferrari SpA
- senior advisor - Bain & Company, Inc.
- advisory board – Reform

Professionals Employed by the Company

- Heller Ehrman LLP
- McKenna Long & Aldridge LLP
- Hahn Loeser & Parks LLP
- Thacher Proffitt & Wood LLP
- Simpson Thacher & Bartlett LLP
- Ernst & Young
- PricewaterhouseCoopers
- McKee Nelson
- DLA Piper
- White & Case
- Sidley Austin LLP
- Andrews & Kurth LLP
- Herrick & Feinstein MMOR Consulting
- Kramer Levin Naftalis & Frankel LLP
- Latham & Watkins, LLP
- Schulte, Roth, & Zabel LLP
- Ballard Spahr Anders & Ingersoll, LLP
- Benesch, Fiedlander, Coplan & Arnoff LLP
- Hunton & Williams LLP
- Miller Canfield Paddock Stone
- Kepley Brouscious & Biggs
- Krieg Devault LLP
- Click & Null, P.C.
- Sonnenschein Nath & Rosenthal
- Burns, White & Hickton
- Windels Marx Lane & Mittendorf, LLP
- Woodbury & Santiago, P.A.
- Blake Cassels & Graydon LLP
- Willkie Farr & Gallagher LLP
- Jeffer, Mangels, Butler & Marmaro
- Menter, Rudin & Trivelpiece, P.C.
- Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis
- Mercer Marsh & McLennan Companies
- Allen & Overy LLP
- Brand Law Group, PC
- Akerman Senterfitt
- Foster, Graham, Milstein & Calisher, LLP
- Reilly Pozner & Connelly LLP

- Dorsey & Whitney LLP
- Paul, Weiss, Rifkind, Wharton & Garrison LLP
- MM Arizona Holdings LLC
- Snell & Wilmer
- Squire, Sanders & Dempsey L.L.P.,
- Lewis and Roca LLP
- Hahn Loeser & Parks LLP
- Sills Cummis & Gross P.C.
- Cadwalader, Wickersgam & Taft LLP
- Skadden, Arps, Slate, Measgher & Flom LLP
- Carrington, Coleman, Sloman & Blumenthal, L.L.P.
- Prickett Jones & Elliott, P.A.
- Conway and Mrowiec
- Gianni, Origoni Grippo & Partners
- Kleyr Grasso Associes
- Cederquist
- Mitsui Company
- LS Horizon Ltd.
- Herbert Smith Ltd.
- Oh-Ebashi LPC & Partners
- Morrison & Foerster LLP
- Freshfields Bruckhaus Deringer
- NBP Clems
- HBN Law
- L.B. Smithplein 3
- Pite Duncan
- Akerman Senterfitt
- Baker & McKenzie LLP
- Bloom Murr & Accomazzo, P.C.
- Foster, Graham, Milstein & Calisher, LLP
- Houser & Allison, APC
- Jones Day
- Sills Cummis Epstein & Gross P.C.
- Tompkins, McGuire, Wachenfeld & Barry LLP
- Latham & Watkins LLP
- Davies Ward Phillips & Vineberg
- Einstein Malanchuk LLP
- Gibson, Dunn & Crutcher LLP
- Paul, Hastings, Janofsky & Walker LLP
- Dechert LLP
- Hogan & Hartson
- Cox Castle Nicholson
- Morrison & Forster
- Stroock, Stroock & Lavan

Litigation Claimants

- City of Cleveland, Ohio
- First Alliance Mortgage Company Class Action
- IPO Class Actions
- Breakaway Solutions Inc.
- In re Public Offering Antitrust Litigation (consolidated class action)
- In re Issuer Plaintiff Initial Public Offering Fee Antitrust Litigation (consolidated class action)

- In re Mirant Corporation Securities Litigation (class action)
- Research Analyst Independence Litigations
- In re Lehman Brothers Holdings, Inc. Derivative Litigation (Garber, Staehr, Locals 302 & 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust, and Saginaw Police & Fire Pension Board, plaintiffs)

- Annuity Fund et al. v. Lehman Brothers Holdings, Inc., et al.
- Fogarazzo, et al. v. Lehman Brothers Inc., et al. Claude A. Reese
- Fogel Capital Management, Inc.
- Operative Plasterers and Cement Masons International Association Local 262

Annuity Fund

- Electronic Trading Group, LLC
- Forza Capital Management, L.L.C.
- BHL Capital Partners L.P.
- Alaska Electrical Pension Fund
- Alex E. Rinehart
- City of Cleveland
- Overstock.Com Inc.
- Keith Carpenter
- Keith Cheng
- Oliver Cheng
- Mary Helbeyn
- Elizabeth Foster
- Hugh D. Barton
- David Trent
- Mark Montag
- Bader & Yakaitis P S P & Trust
- J. Bader

100 Largest Holders of Trade Debt

1. Microsoft Corporation
2. IBM Corporation
3. Network Appliance Inc.
4. Iron Mountain Digital Archives
5. Bloomberg Finance LP
6. FTInteractive Data
7. Information Builders Inc
8. Tibco Software, Inc.
9. Broadridge Securities Processing
10. CDW Direct LLC
11. Sungard Securities Finance Inc

12. 1301 Properties Owner LP
13. Dell Marketing L.P.
14. Rittal Corporation
15. AC Nielsen Company
16. Thomson Financial
17. Intuition Publishing Inc.
18. Ernst & Young LLP
19. Meridian IT, Inc.
20. Northrop Grunman
21. Diversified Global Graphics Group DG3
22. Gartner Group Inc.
23. Hewlett Packard Company
24. Storage Technology Corp
25. RR Donnelley Receivables Inc.
26. Triple Point Technology, Inc.
27. Video Corporation Of America
28. Rolfe & Nolan Systems Inc.
29. Iron Mountain Digital Archives
30. Cushman & Wakefield Inc.
31. Michael Stapleton Associates
32. A V Services Inc.
33. Automated Securities Clearance Ltd.
34. Computer Associates International Inc.
35. Integreon Managed Solutions
36. Clayton Fixed Income Services, Inc.
37. Meridian It, Inc.
38. CHD Meridian Healthcare
39. Computer Financial Consultants, Inc.
40. Allen & Overy
41. DBRS Inc.
42. Wipro Technologies
43. Alpha Office Supplies Inc.
44. Logical Information Machines
45. Interactive Data Corp.
46. Acronis, Inc.
47. Structure Group
48. AFD Contract Furniture Inc.
49. Key Systems
50. Hanover Moving &Storage Co Inc.
51. Ayco Services Agency Inc.
52. Wombat Financial Software, Inc.
53. Ikon Office Solutions Inc.
54. Rockefeller Center North, Inc.
55. Trimont Real Estate Advisors Inc.
56. Liquid Engines, Inc.
57. CDW Direct LLC

58. Dimension Data
59. Kepner Tregoe Inc.
60. Cyveillance
61. Swets Information Services Inc.
62. Network Appliance Inc.
63. IBM Corporation
64. Headstrong Services, LLC
65. Gotham Technology Group
66. EXLservice Holdings Inc.
67. Quest Software Inc.
68. Restaurant Associates
69. Iron Mountain Records Management
70. Agilysys Nj, Inc.
71. Mellon Analytical Solutions
72. Enterprise Solution Providers Inc.
73. SAS Institute Inc
74. Aperture Technologies
75. Lexis-Nexis
76. Greenline Financial Technologies Inc.
77. Compliance Data Center Inc.
78. DGWB, Inc.
79. DBRS, Inc.
80. Verrazano Consulting Solutions, LLC
81. Tac Americas, Inc.
82. Lexis Nexis
83. Rainmaker Group LLC
84. Dimension Data
85. Transaction Network Services
86. Nishimura & Partners
87. SOS Security Inc.
88. Polaris Software Lab (India), Ltd.
89. 4 Connections LLC
90. Hewlett Packard Company
91. Inconit Corporation
92. ILOG Inc.
93. The Bank Of New York
94. Trilogy Leasing Co. LLC
95. Standard Register
96. KPMG, LLP
97. Infusion Development Corp.
98. Sharon Land Company, LLC
99. Emil Werr
100. Computer Associates International Inc.

Professionals Retained by Significant Creditor Groups

- Milbank, Tweed, Hadley & McCloy LLP

- Munsch Hardt Kopf & Harr, P.C.
- Akin Gump Strauss Hauer & Feld LLP
- The Wilson Law Firm, PC

Utilities

- Con Edison
- The Hess Corporation
- NSTAR Electric
- ComEd
- Sempra Energy Solutions
- NYC Water Board
- AT&T
- Cleveland Public Power
- Cleveland Division of Water
- Dominion
- Interstate Gas
- Illuminating
- NEORS
- Time Warner

Committee Members

- Wilmington Trust Company
- Mizuho Corporate Bank, Ltd.
- RR Donnelley & Sons
- The Bank of NY Mellon
- The Royal Bank of Scotland, PLC
- Shinsei Bank, Limited
- Metlife